

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE: TRIBUNE COMPANY FRAUDULENT  
CONVEYANCE LITIGATION

Consolidated Multidistrict Action  
11 MD 2296 (WHP)(JLC)  
12 MC 2296 (WHP)(JLC)

ECF Case

THIS DOCUMENT RELATES TO:

ALL INDIVIDUAL CREDITOR ACTIONS,  
AS DEFINED IN MASTER CASE ORDER  
NO. 3 (ECF NO. 1395)

**RETIREE PLAINTIFFS' JOINDER TO THE NOTE HOLDER PLAINTIFFS'  
RESPONSE TO THE TENDERING PHONES HOLDERS' INTERVENTION MOTION**

Retiree Plaintiffs, consisting of 165 individual retirees of The Times Mirror Company and the Tribune Company (“**Tribune**”)<sup>1</sup>, who are individual creditors of Tribune, holding claims in excess of \$71 Million as a result of unpaid retirement benefits (the “**Retirees**”), through their undersigned counsel, hereby submit this joinder to the Response filed by the Note Holders [ECF Docket No. 2323] (the “**Note Holders' Response**”) to the motion (the “**Intervention Motion**”) of Citadel Equity Fund Ltd., a Cayman Islands company, Camden Asset Management LP, and certain of their affiliates (collectively the “**Tendering PHONES Holders**”) to intervene as

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<sup>1</sup> Twenty-two (22) of the original Retiree Plaintiffs have voluntarily withdrawn from this action either because they have been paid in full on their claims against one or more of the 110 affiliates or subsidiaries of the Tribune Company (“**Tribune Entities**”), as of the Effective Date of December 31, 2012, or for other reasons. A Notice of Voluntary Withdrawal has been entered with respect to six (6) of these individuals [ECF Docket No. 1722].

plaintiffs in the Note Holder Actions.<sup>2</sup> The Retirees join in the position set forth in the Note Holders' Response and add the following supplemental statement, which applies only to the Retirees.

For the avoidance of doubt, the Retirees reserve their rights to later address any issues relating to the validity, extent, and amount of the claims of the Tendering PHONES Holders, and the priority of such claims with respect to the claims of the Retirees.

WHEREFORE, for the foregoing reasons, the Retirees do not object to the Tendering PHONES Holders' request that the Court authorize them to intervene as plaintiffs in the Note Holder Actions.

Dated: February 15, 2013  
White Plains, New York

Respectfully submitted,

By: /s/ Jay Teitelbaum

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*Plaintiffs' Interim Co-Liaison Counsel  
On behalf of all Retiree Plaintiffs*

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<sup>2</sup> Capitalized terms not defined herein have the meaning ascribed to them in Master Case Order No. 3 (Sept. 7, 2012), ECF No. 1395.